

**UNITED STATES DEPARTMENT OF JUSTICE  
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**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

<b>IN RE:</b>	<b>§</b>	
	<b>§</b>	
<b>ASTRALABS, INC.,</b>	<b>§</b>	<b>CASE NO. 23-10164-SMR</b>
	<b>§</b>	
<b>DEBTOR.</b>	<b>§</b>	<b>CHAPTER 11</b>

**MOTION TO CONVERT CASE TO A CASE UNDER CHAPTER 7, OR, IN THE  
ALTERNATIVE, DISMISS CASE**

TO THE HONORABLE SHAD M. ROBINSON,  
UNITED STATES BANKRUPTCY JUDGE:

KEVIN M. EPSTEIN, THE UNITED STATES TRUSTEE for Region 7 (U.S. Trustee), hereby moves this Court to dismiss or convert the above-captioned case (Bankruptcy Case) for cause under § 1112(b) because Astralabs, Inc. (Debtor) (1) has insufficient cash on hand and current revenue to pay its expenses, including payroll and related expenses, (2) has lost more than sixty of its one hundred employees in the past week, (3) dissolved the board of directors and terminated multiple executives in the past week, (4) incurred and paid postpetition debt without seeking court approval and in violation of the cash collateral order, (5) is attempting to raise additional funding without seeking court authority, and (6) deliberately omitted assets from its schedules. For these reasons, cause exists, and the Court should dismiss or convert the case,

whichever is in the best interests of creditors and the estate. In support of this motion, the UST represents as follows:

I. **BACKGROUND**

1. Debtor filed the above-captioned chapter 11 bankruptcy case on March 15, 2023. Debtor alleges in its petition it is a small business as defined by § 101(51D) and its aggregate noncontingent liquidated debts (excluding debts to insiders or affiliates) are less than \$2,725,625. Debtor continues operating its business as a debtor in possession pursuant to §§ 1107 and 1108.

2. Mr. Eric Terry was appointed Subchapter V Trustee on March 20, 2023 (Subchapter V Trustee).

3. Debtor operates and manages an Austin-based company that operates two virtual programs – an incubator and an accelerator that provides early-stage founders and companies with the tools and skills to build, scale, and fund their startup; upon completion of the program, Debtor connects the founder customer to investors.

4. Based upon informal discussions with the Subchapter V Trustee and Debtor's counsel, the U.S. Trustee is aware of the following information:

5. Debtor has insufficient cash on hand to pay its next payroll and related expenses, which is due on Monday, May 15, 2023. Additionally, Debtor's projected revenue for the remainder of the week is insufficient to bridge the gap between cash on hand and the payroll expenses.

6. Debtor has lost more than sixty of its one hundred employees in the last week, and without those employees, Debtor is unable to maintain its current level of operations and revenue.

7. Without seeking authorization from the Court, Debtor received postpetition financing to pay a previous payroll and repaid that postpetition financing to the detriment of

creditors and in violation of the Final Order on Authority to Use Cash Collateral at docket number 76. Upon information and belief, Debtor is currently trying to raise additional funding without seeking court authorization.

8. Debtor also has significant assets, specifically warrants that were offered as payments for services and stock in at least one company, which management is aware of and deliberately not disclosing on the bankruptcy schedules.

## II. **JURISDICTION**

9. The Court has jurisdiction of this matter under 28 U.S.C. § 1334(a) and (b), 28 U.S.C. § 157(a) and (b)(1), 28 U.S.C. § 151, and 11 U.S.C. § 1112(b). This is a core proceeding under 28 U.S.C. § 157(b)(2)(A) and (B). The U.S. Trustee is a recognized party-in-interest withstanding to request dismissal or conversion of a chapter 11 case. 28 U.S.C. § 586(a)(8).

## III. **CAUSE EXISTS TO CONVERT TO CHAPTER 7 OR DISMISS**

10. Section 1112(b)(1) of the Bankruptcy Code (Code) provides that the Court must dismiss or convert, whichever is in the best interests of creditors and the estate, if the movant establishes cause, unless the Court determines that appointment of a chapter 11 trustee or examiner is in the best interests of creditors and the estate.<sup>1</sup> 11 U.S.C. § 1112(b)(1).

11. The Code does not define “cause,” but § 1112(b)(4) provides a non-exclusive list of examples of cause under the statute, including, but not limited to, substantial or continuing loss to or diminution of the estate and the absence of a reasonable likelihood of rehabilitation, gross mismanagement of the estate, unauthorized use of cash collateral substantially harmful to one or

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<sup>1</sup> Prior to the enactment of the Bankruptcy Abuse Prevention and Consumer Protection Act (BAPCPA), the decision to convert or dismiss a chapter 11 case upon a showing of cause was discretionary. BAPCPA circumscribed a bankruptcy court’s discretion by replacing “may” with “shall” and expressly mandating that the court dismiss or convert if the movant establishes cause. *See* 7 Alan N. Resnick, COLLIER ON BANKRUPTCY ¶1112.04[1] (15<sup>th</sup> ed. rev. 2009); *see also In re Gateway Access Solutions, Inc.*, 364 B.R. 556, 560 (Bankr.M.D.Pa.2007) noting that under BAPCPA, the statutory language “has been changed from permissive to mandatory. The amendments to § 1112 limit the Court’s discretion to refuse to dismiss or convert a chapter 11 case upon a finding of cause.”

more creditors, and failure to comply with an order of the court. 11 U.S.C. §§ 1112(b)(4)(A), (B), (D), and (E).

12. Cause exists to dismiss or convert the Bankruptcy Case because the accumulation of unpaid postpetition expenses, including unpaid payroll and related expenses, constitutes continuing loss to or diminution of the estate in the absence of a reasonable likelihood of rehabilitation. 11 U.S.C. § 1112(b)(4)(A). Debtor is required to pay payroll on Monday, but current cash on hand and anticipated revenue are insufficient to pay payroll and the related expenses. Debtor is also unable to raise sufficient revenue to pay ongoing operations and propose a plan of reorganization because Debtor has lost sixty of its one hundred employees. Without those employees Debtor cannot continue operations and there is an absence of a reasonable likelihood of rehabilitation. Therefore, cause exists to dismiss or convert under § 1112(b)(4)(A).

13. Cause also exists to dismiss or convert the Bankruptcy Case because the estate is being grossly mismanaged. 11 U.S.C. § 1112(b)(4)(B). Within the last week, Debtor's management has dissolved the board of directors and terminated multiple executives. Debtor has already incurred and paid postpetition financing without seeking authorization from this Court. Debtor's management is attempting to raise additional funding for the business without seeking court authorization, as well as paying expenses that were not authorized under the final order authorizing the use of cash collateral including paying unauthorized postpetition debt. Additionally, the U.S. Trustee is aware of assets that management is deliberately not disclosing on the bankruptcy schedules. Debtor's management's conduct during this case constitutes gross mismanagement, and cause exists to dismiss or convert under § 1112(b)(4)(B).

14. Cause also exists to dismiss or convert the Bankruptcy Case because there has been an unauthorized use of cash collateral substantially harmful to one or more creditors which also

fails to comply with an order of the court. 11 U.S.C. §§ 1112(b)(4)(D) and (E). Upon information and belief, Debtor has been paying expenses that were not authorized under the order authorizing the use of cash collateral including paying postpetition financing without seeking authority from the Court to incur or pay the financing. Debtor allegedly is unable to pay its next payroll, incurring further administrative expenses that decrease any potential distribution to prepetition creditors. Therefore, cause exists to convert or dismiss under both § 1112(b)(4)(D) and (E).

15. For the foregoing reasons, the U.S. Trustee respectfully submits that cause exists to dismiss or convert the Bankruptcy Case. Conversion is in the best interests of creditors and the estate because there appear to be substantial assets, including undisclosed assets, that are available for liquidation and distribution by a Chapter 7 trustee if the case were converted. The U.S. Trustee respectfully submits that conversion to a case under Chapter 7 of the Bankruptcy Code is in the best interests of creditors and the estate.

For the foregoing reasons, the U.S. Trustee requests that the Court enter an order converting this bankruptcy case for cause to a case under Chapter 7 and granting such other and further relief as the Court deems appropriate under applicable law.

Dated: May 10, 2023

KEVIN M. EPSTEIN  
United States Trustee Region 7  
Southern and Western Districts of Texas

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**CERTIFICATE OF SERVICE**

I hereby certify that on May 10, 2023 a true and correct copy of the foregoing **MOTION TO CONVERT CASE TO A CASE UNDER CHAPTER 7, OR, IN THE ALTERNATIVE, DISMISS CASE** and proposed order were served upon the parties listed on the Debtor's Mailing Matrix (not attached to service copies) by U.S. Postal Service, First Class Mail and/ or by electronic means for all Pacer system participants.

By: /s/ Shane P. Tobin  
Shane P. Tobin  
Trial Attorney

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

**IN RE: ASTRALABS, INC.**

§  
§  
§

**CASE NO. 23-10164-SMR**

**DEBTOR.**

**CHAPTER 11**

**ORDER CONVERTING CASE TO CHAPTER 7**

Came on for consideration the Motion of the United States Trustee to Dismiss or Convert Case. The Court finds that the cause exists to dismiss or convert under 11 U.S.C. § 1112(b) because Astralabs, Inc. (Debtor) (1) has insufficient cash on hand and current revenue to pay its expenses, including payroll and related expenses, (2) has lost more than sixty of its one hundred employees in the past week, (3) dissolved the board of directors and terminated multiple executives in the past week, (4) incurred and paid postpetition debt without seeking court approval and in violation of the cash collateral order, (5) is attempting to raise additional funding without seeking court authority, and (6) deliberately omitted assets from its schedules. The Court further finds it is in the best interests of creditors and the estate to convert the case to a case under Chapter 7 of Title 11 of the United States Code. Accordingly, it is therefore

**ORDERED** that the above-styled and numbered case be, and is hereby, converted to a case under Chapter 7 of Title 11 of the United States Code. It is further

**ORDERED** that Debtor shall, within 14 days after the effective date of conversion, comply with the requirements of Bankruptcy Rule 1019(5)(A)(i), and, within 30 days, file the final report and account required by Bankruptcy Rule 1019(5)(A)(ii). It is further

**ORDERED** that Eric Terry, Subchapter V Trustee, shall file his final report as required under 11 U.S.C. § 1183(b)(1) and any final fee application within 30 days of the date of entry of this Order; it is further

**ORDERED** that Eric Terry shall be immediately discharged of all Subchapter V Trustee duties upon filing his final report as required under 11 U.S.C. § 1183(b)(1) without further order of the Court.

###

Order prepared and submitted by:  
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Austin  
Wed May 10 16:36:08 CDT 2023

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